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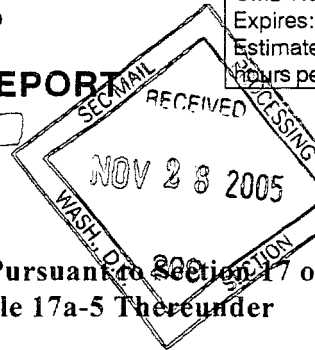
## ANNUAL AUDITED REPORT

FORM X-17A-5

PART III

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder



SEC FILE NUMBER
846008

REPORT FOR THE PERIOD BEGINNING 10/01/04 AND ENDING 9/30/05  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: FIRST HEARTLAND CAPITAL, INC.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1839 LAKE ST. LOUIS BLVD

(No. and Street)

LAKE ST. LOUIS

(City)

MO

(State)

63367

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

DAVID HOFF636-625-0900

(Area Code - Telephone Number)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

RICHARD W. SCHMIDT CPA, P.C.

(Name - if individual, state last, first, middle name)

11353 BRIERHALL CIRCLE

(Address)

ST. LOUIS

(City)

MO

(State)

63043

(Zip Code)

## CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

PROCESSED  
JAN 25 2006  
THOMSON  
FINANCIAL

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(a)(2)

SEC 1410 (06-02)

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information contained in this form are not required to respond  
unless the form displays a currently valid OMB control number.

## OATH OR AFFIRMATION

I, DAVID HOFF, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FIRST HEARLAND CAPITAL, INC., as of SEPTEMBER 30, 2005, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Notary Public

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

**First Heartland Capital, Inc.**  
**AUDITED FINANCIAL STATEMENTS**  
**September 30, 2005**

Prepared by:  
Richard W. Schmidt CPA, P.C.  
St. Louis, Missouri

First Heartland Capital, Inc.

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**INDEPENDENT AUDITOR'S REPORT**

Board of Directors  
First Heartland Capital, Inc.

I have audited the accompanying statement of financial condition of First Heartland Capital, Inc. as of September 30, 2005, and the related statements of income, changes in stockholders' equity and cash flows for the year then ended that you are filing pursuant to rule 17a-5 of the Securities Act of 1934. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First Heartland Capital, Inc. as of September 30, 2005, and the results of their operations and their cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in pages 10 and 11 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Richard W. Schmidt CPA, P.C.*

Richard W. Schmidt CPA, P.C.  
St. Louis, Missouri  
November 11, 2005

**First Heartland Capital, Inc.**

**BALANCE SHEET**

**September 30, 2005**

ASSETS	
CURRENT ASSETS	
Cash and Cash Equivalents	\$ 857,939
Concessions Receivable	631,233
Prepaid Expenses	39,299
Total Current Assets	<u>1,528,471</u>
PROPERTY AND EQUIPMENT - at cost	
Office Equipment and Computer Software	133,061
Less Accumulated Depreciation	33,054
	<u>100,007</u>
OTHER ASSETS	
Investments, at lower of cost or market	4,500
Deposits	70,000
	<u>74,500</u>
TOTAL ASSETS	<u>\$ 1,702,978</u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts Payable	\$ 228,450
Accrued Commissions	605,734
Accrued Income Taxes	11,917
Deferred Income Taxes	18,800
Due to Related Corporation	410,302
Total Current Liabilities	<u>1,275,203</u>
STOCKHOLDERS' EQUITY	
Common Stock, no par value, 30,000 shares authorized, 2,000 shares issued and outstanding	30,000
Additional Paid-in Capital	15,000
Retained Earnings	382,775
Total Stockholders' Equity	<u>427,775</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,702,978</u>

The accompanying notes are an integral part of this statement.

**First Heartland Capital, Inc.**

**STATEMENT OF INCOME**

**For the Year Ended September 30, 2005**

**INCOME**

Commission and Fee Income \$ 17,312,172

**OPERATING EXPENSES**

Bank and Credit Card Charges	\$ 518	
Clearing Fees	569,378	
Commission Expense	14,527,419	
Computer Expense	123,649	
Depreciation	11,323	
Dues and Subscriptions	1,410	
Insurance, net of reimbursements	39,752	
Licenses and Fees	51,937	
Litigation Settlement Fees	30,800	
Management Fees	1,128,976	
Meeting Expense, net of reimbursements	17,830	
Office Expense	49,989	
Professional Fees	84,577	
Retirement Plan Expense	47,344	
Salaries	1,097,533	
Taxes	76,112	
Total Operating Expenses		<u>17,858,547</u>

**INCOME (LOSS) FROM OPERATIONS** -546,375

**OTHER INCOME (EXPENSE)**

Administrative Fee Income	521,308	
Interest Income	12,378	
Interest Expense	0	
Miscellaneous	92,340	
		<u>626,026</u>

**INCOME BEFORE INCOME TAXES** 79,651

**PROVISION FOR INCOME TAXES**

Currently payable	11,555	
Deferred	18,800	
		<u>30,355</u>

**NET INCOME** \$ 49,296

The accompanying notes are an integral part of this statement.

**First Heartland Capital, Inc.**

**STATEMENT OF CASH FLOWS**

**For the year ended September 30, 2005**

Cash flows from operating activities:	
Net income	\$ 49,296
Adjustments to reconcile net income to net cash provided by (used in) operating activities:	
Depreciation and amortization	11,323
(Increase) decrease in concessions receivable	-36,387
(Increase) decrease in refundable income taxes	15,653
(Increase) decrease in prepaid expenses	-14,998
(Increase) decrease in deposits	0
Increase (decrease) in accounts payable and accrued commissions	641,938
Increase (decrease) in accrued and deferred income taxes payable	<u>30,717</u>
Net cash provided by (used in) operating activities	<u>697,542</u>
Cash flows from investing activities	
Investments	-4,500
Capital Expenditures	<u>-110,646</u>
Net cash provided by (used in) investing activities	-115,146
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	582,396
Cash and cash equivalents at beginning of year	<u>275,543</u>
Cash and cash equivalents at end of year	<u>\$ 857,939</u>

The accompanying notes are an integral part of this statement.



**First Heartland Capital, Inc.**

**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**

**For the year ended September 30, 2005**

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance at October 1, 2004	\$30,000	\$15,000	\$333,479	\$378,479
Net income	-	-	49,296	\$49,296
Balance at September 30, 2005	<u>\$30,000</u>	<u>\$15,000</u>	<u>\$382,775</u>	<u>\$427,775</u>

The accompanying notes are an integral part of this statement.

**First Heartland Capital, Inc.**

**NOTES TO FINANCIAL STATEMENTS**

**September 30, 2005**

**NOTE 1 - SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES**

A summary of the Company's operations and significant accounting policies applied in the preparation of the accompanying financial statements follows:

**A. Organization and Nature of Business**

First Heartland Capital, Inc. was incorporated in Missouri on March 23, 1993 and is a broker/dealer registered with the Securities and Exchange Commission (SEC) and is a member of various exchanges and the National Association of Securities Dealers (NASD). The Company does not hold funds or securities for, or owe money or securities to, customers and does not otherwise carry customer accounts. Accordingly, the Company is exempt from SEC Rule 15c3-3 under the K(2)(ii) exemption. The Company's customer base includes other brokers and dealers as well as individuals, all of which effect transactions in a wide array of financial instruments.

**B. Use of Estimates in the Preparation of Financial Statements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

**C. Concessions Receivable**

The Company has elected the reserve method in accounting for bad debts. Under this method, all uncollectible accounts are charged to the allowance account and the bad debt expense is determined by adjusting the balance in the allowance account to a reserve considered reasonable by management. No allowance for doubtful accounts was considered necessary at September 30, 2005.

**D. Property and Equipment**

Property and equipment are carried at cost. Major renewals and betterments are capitalized and maintenance and repairs which do not improve or extend the life of the respective assets are charged against earnings in the current year. Depreciation is provided for in the financial statements using the straight-line method and accelerated method over the estimated useful lives. Depreciation expense charged to operations for the year ended September 30, 2005 was \$11,323.

**NOTES TO FINANCIAL STATEMENTS - Continued**

**September 30, 2005**

**NOTE 1 - SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES - Continued**

**E. Investments**

At September 30, 2005, investments consisted of warrants to acquire NASD share and are stated at cost.

**F. Concessions**

Concessions and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

**G. Statement of Cash Flows**

For purposes of reporting cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

**H. Income Taxes**

Income tax expense includes the federal and state income taxes currently payable (refundable). Effective October 1, 2005 the Company has elected to be treated as an S Corporation.

**NOTE 2 - CONCENTRATIONS OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities in which counterparties primarily include banks and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

**NOTE 3 - NET CAPITAL REQUIREMENTS**

The Company is subject to the Uniform Net Capital Rule of the Securities and Exchange Commission. Under the Rule, the Company's aggregate indebtedness to all other persons cannot exceed 1500 percent of net capital. The Rule also requires that equity capital may not be withdrawn or cash dividends paid if the Company's net capital would fail to equal 120 percent of the minimum dollar amount required. At September 30, 2005 the Company had allowable net capital of \$ 194,854 which was \$ 109,840 in excess of the minimum required and the percentage of aggregate indebtedness to net capital was 654%.

**First Heartland Capital, Inc.**

**NOTES TO FINANCIAL STATEMENTS - Continued**

**September 30, 2005**

**NOTE 4 – RETIREMENT PLAN**

The Company provides a 401(k) Employee Pension Plan for all employees meeting eligibility and electing to participate. The contribution charged to operations for the year ended September 30, 2005 were \$47,344.

**NOTE 5 - RELATED PARTY TRANSACTIONS**

The Company's two stockholders also control other companies. Material transactions with those related companies for the year ended September 30, 2005 were as follows:

<u>Administrative Fee Income - Related Company</u>	
First Heartland Corporation	\$ 418,906
First Heartland Consultants, Inc.	102,402
 <u>Management Fee Expense - Related Company</u>	
First Heartland Corporation	\$ 1,128,976

In addition, the Company also paid professional fees of \$ 8,115 to a relative of a stockholder during the year ended September 30, 2005

**NOTE 6 - SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

Cash paid during the year for:

Interest	\$	0
Income taxes	\$	0

**NOTE 7 - CONTINGENCIES**

Litigation

In the normal course of business, the Company is party to litigation and arbitration actions involving their broker activities. It is the opinion of management, after consultation with counsel, that errors and omission insurance coverage along with the financial strength of the Company and it's principals is adequate to provide for any significant judgments resulting from said litigation or arbitration and that resolution of such actions will not have a material adverse effect on the financial condition of the Company.

Risks and Uncertainties

The Company derives a significant portion of revenues from trading and brokerage activities to domestic customers and, as a result, revenues could vary based on the performance of financial markets around the world.

**SUPPLEMENTAL INFORMATION**

**First Heartland Capital, Inc.**

**COMPUTATION OF NET CAPITAL**

**For the Year Ended September 30, 2005**

**Net Capital Computation:**

Stockholders' Equity	\$	427,775
Deductions and/or charges		
Less non-allowable Assets		
NSCC Clearing Deposit		20,000
Property and Equipment		100,007
Prepaid Expenses		39,299
Receivables - non-allowable		52,149
Investemnts		4,500
Haircuts on securities		<u>16,966</u>
Net Capital	\$	<u><u>194,854</u></u>

**First Heartland Capital, Inc.**

**COMPUTATION OF NET CAPITAL REQUIREMENT**

**September 30, 2005**

Minimum Net Capital Required ( 6 2/3% of Aggregate Indebtedness)	\$ <u>85,014</u>
Minimum Dollar Net Capital Requirement	\$ <u>50,000</u>
Net Capital Requirement (Greater of the Above)	\$ <u>85,014</u>
Excess Net Capital	\$ <u>109,840</u>
Percentage of Aggregate Indebtedness to Net Capital	<u>654%</u>
Percentage of Debt to Debt-Equity	<u>NA</u>

**SCHEDULE OF AGGREGATE INDEBTEDNESS**

Accounts Payable	\$ 228,450
Accrued Expenses	<u>1,046,753</u>
	\$ <u>1,275,203</u>

**RECONCILIATION WITH COMPANY'S COMPUTATION**

Net capital, as reported in Company's Part II (Unaudited)	289,343
Net year-end adjustments	<u>-94,489</u>
	\$ <u>194,854</u>

**REPORT ON INTERNAL ACCOUNTING CONTROL**

Board of Directors  
First Heartland Capital, Inc.

In planning and performing my audit of the financial statements and supplemental schedules of First Heartland Capital, Inc. for the year ended September 30, 2005 I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), I made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons.
2. Recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.



Because of inherent limitations in any internal control structure of the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of internal control would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving internal control, including control activities for safeguarding securities, that I consider to be material weaknesses as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities and Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at September 30, 2005, to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, NASD, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Richard W. Schmidt CPA, P.C.*

Richard W. Schmidt CPA, P.C.  
St. Louis, Missouri  
November 11, 2005